

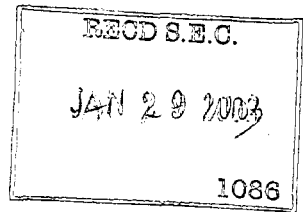


# of Pages 69  
# of Exhibits 8  
Exhibit Index p. 2

|   |
|---|
| OMB APPROVAL                                      |
| OMB Number: 3235-0116                             |
| Expires: August 31, 2005                          |
| Estimated average burden hours per response: 6.00 |

PE  
1/29/03

FORM 6-K  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549



Report of Foreign Private Issuer  
Pursuant to Rule 13a-16 or 15d-16  
of the Securities Exchange Act of 1934

For the month of January, 2003

Commission File Number: 0-29150

Randgold & Exploration Company Limited  
(Translation of registrant's name into English)

5 Press Avenue, Selby, Johannesburg, South Africa  
(Address of principal executive offices)

PROCESSED  
JAN 30 2003  
THOMSON  
FINANCIAL

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.  
Form 20-F  Form 40-F.....

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): \_\_\_\_\_

**Note:** Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

**Note:** Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's "home country"), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes ..... No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82- \_\_\_\_\_

Attached to the Registrant's second Form 6-K Filing for the month of January 2003, and incorporated by reference herein, are:

2

Page

| <u>Exhibit No.</u> | <u>Description</u>  |    |
|--------------------|---|----|
| 1.                 | (i) the Registrant's application to the JSE, dated December 13, 2002, relating to the listing of 24,600 new ordinary shares, (ii) the confirmation letter from the JSE, dated December 18, 2002, relating to the listing of 24,600 new ordinary shares, and (iii) the return of allotment of shares on Form CM 15, relating to the allotment of 24,600 ordinary shares. | 6  |
| 2.                 | (i) the Registrant's application to the JSE, dated December 17, 2002, relating to the listing of 7,000 new ordinary shares, (ii) the confirmation letter from the JSE, dated December 24, 2002, relating to the listing of 7,000 new ordinary shares, and (iii) the return of allotment of shares on Form CM 15, relating to the allotment of 7,000 ordinary shares.    | 15 |
| 3.                 | (i) the Registrant's application to the JSE, dated December 30, 2002, relating to the listing of 5,500 new ordinary shares, (ii) the confirmation letter from the JSE, dated December 31, 2002, relating to the listing of 5,500 new ordinary shares, and (iii) the return of allotment of shares on Form CM 15, relating to the allotment of 5,500 ordinary shares.    | 23 |
| 4.                 | (i) the Registrant's application to the JSE, dated December 31, 2002, relating to the listing of 4,500 new ordinary shares, (ii) the confirmation letter from the JSE, dated January 2, 2003, relating to the listing of 4,500 new ordinary shares, and (iii) the return of allotment of shares on Form CM 15, relating to the allotment of 4,500 ordinary shares.      | 31 |
| 5.                 | (i) the Registrant's application to the JSE, dated January 7, 2003, relating to the listing of 54,366 new ordinary shares, (ii) the confirmation letter from the JSE, dated January 7, 2003, relating to the listing of 54,366 new ordinary shares, and (iii) the return of allotment of shares on Form CM 15, relating to the allotment of 54,366 ordinary shares.     | 39 |

6. (i) the Registrant's application to the JSE, dated January 10, 2003, relating to the listing of 21,250 new ordinary shares, (ii) the confirmation letter from the JSE, dated January 10, 2003, relating to the listing of 21,250 new ordinary shares, and (iii) the return of allotment of shares on Form CM 15, relating to the allotment of 21,250 ordinary shares.

3  
47

7. (i) the Registrant's application to the JSE, dated January 13, 2003, relating to the listing of 41,200 new ordinary shares, (ii) the confirmation letter from the JSE, dated January 14, 2003, relating to the listing of 41,200 new ordinary shares, and (iii) the return of allotment of shares on Form CM 15, relating to the allotment of 41,200 ordinary shares.

55

8. (i) the Registrant's application to the JSE, dated January 14, 2003, relating to the listing of 12,000 new ordinary shares, (ii) the confirmation letter from the JSE, dated January 15, 2003, relating to the listing of 12,000 new ordinary shares, and (iii) the return of allotment of shares on Form CM 15, relating to the allotment of 12,000 ordinary shares.

63

4

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

RANDGOLD & EXPLORATION COMPANY LIMITED

By:

David J. Haddon

David J. Haddon  
Group Company Secretary

Dated: January 28, 2003

5

**Exhibit 1**

6

# RANDGOLD

5 PRESS AVENUE, SELBY  
JOHANNESBURG 2025  
PO BOX 82291  
SOUTHDALE 2135  
SOUTH AFRICA  
DOCEX 432: JOHANNESBURG  
TELEPHONE (2711) 837-0704  
FAX (2711) 837-1068

December 13, 2002

The Director  
Listing & Equity Markets Division  
JSE Securities Exchange South Africa  
One Exchange Square  
Gwen Lane, Sandown  
SANDTON

Dear Sir

## APPLICATION FOR THE LISTING OF 24,600 ORDINARY SHARES OF 1 (ONE) CENT EACH IN RANDGOLD & EXPLORATION COMPANY LIMITED

Application is hereby made for the listing of 24,600 new ordinary shares of 1 (one) cent each. The allotment price per share is as follows:

| <u>No. of Shares</u> | <u>Issue Price (c.p.s.)</u> |
|----------------------|-----------------------------|
| 7,500                | R 6.05                      |
| 6,000                | R 6.30                      |
| <u>11,100</u>        | <u>R12.50</u>               |
| 24,600               |                             |

The shares are to be listed in terms of the Randgold (1993) Share Option Scheme. The shares should be listed under the "Mining Holding" section of the lists under the abbreviated name "Randgold". In support of our application we submit the following information:

- The full name of the company is: Randgold & Exploration Company Limited
- The registered office is: 5 Press Avenue  
Selby, Johannesburg, 2001
- The transfer secretaries are: Computershare Services Limited  
70 Marshall Street, 2001 Johannesburg

4. The share capital of the company prior to the matter detailed in the introduction was:

|             |            |                             |          |
|-------------|------------|-----------------------------|----------|
| Authorised: | 75 000 000 | shares of 1(one) cent each: | R750 000 |
| Issued:     | 43 654 628 | shares of 1(one) cent each: | R436 546 |
| Unissued:   | 31 345 048 | shares of 1(one) cent each: | R313 450 |

2 / .....

RGL NOS 021213-24000 AM/DN KK JA RL CS

# RANDG LD

7

The Director  
Listing & Equity Markets Division  
JSE Securities Exchange South Africa

13 December 2002

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6. The company's issued ordinary share capital after the issue of the 24,600 ordinary shares, which are the subject of this application, will be:

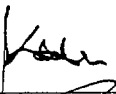
43 679 228 ordinary shares of 1 (one) cent each: R436 792

The unissued ordinary share capital will decrease to:

31 320 448 ordinary shares of 1 (one) cent each: R313 204

7. The company has granted options to subscribe for ordinary shares in terms of the company's share option scheme.
8. The new ordinary shares will rank pari-passu with the existing ordinary shares of the company in issue.
9. The directors have authorised this application in terms of a resolution dated 28 February 2002, a copy of which is attached.
10. The new shares will be allocated and issued on 18 December 2002
11. The listing fee of R752.40 is attached hereto.

SIGNED at JOHANNESBURG on 13 DECEMBER 2002.

  
\_\_\_\_\_  
DIRECTOR

  
\_\_\_\_\_  
LEGAL MANAGER

  
\_\_\_\_\_  
SPONSOR

RANDG LD

RANDGOLD & EXPLORATION COMPANY  
LIMITED

("the company")

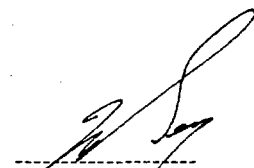
RESOLUTION OF DIRECTORS PASSED  
AT JOHANNESBURG ON 28 FEBRUARY 2002

EXERCISE OF OPTIONS TO ACQUIRE ORDINARY SHARES  
IN THE SHARE CAPITAL OF THE COMPANY IN TERMS OF THE  
RANDGOLD (1993) SHARE OPTION SCHEME ("THE SCHEME")

RESOLVED THAT -

Any one director or the Company's legal manager and the secretary be and they are hereby authorised to allot and issue ordinary shares in the capital of the company to participants in Randgold (1993) Share Option Scheme, in terms of that scheme, and to make application to the JSE Securities Exchange South Africa for the listing of the newly allotted shares, and to sign all documents necessary to give effect to this resolution.

Certified a true copy

  
-----  
J DE V BERRY  
Legal Manager





One Exchange Square,  
Gwen Lane, Sandown.  
Private Bag X991174,  
Sandton, 2146, South Africa.  
Telephone: (2711) 520 7000  
Web: www.jse.co.za

18 December 2002  
REF: TM/mr/7925

The Company Secretary  
Randgold & Exploration Company Limited  
P O Box 82291  
SOUTHDALE  
2135

Dear Sir

**ADDITIONAL SHARES : SHARE OPTION SCHEME**

Your application for listing dated 13 December 2002 refers.

In reply, we advise that subject to the Rules and Regulations of this Exchange now or hereafter in force, an additional listing has been granted from Thursday, 19 December 2002 in respect of 24 600 ordinary shares of 1 cent each.

Our records reflect the authorised ordinary share capital of your company as R750 000-00 and will be amended to show the listed ordinary share capital as R436 792-28 divided into 43 679 228 ordinary shares of 1 cent each.

Thank you for payment of R752-40 in respect of the listing fee received.

Yours faithfully

A handwritten signature in black ink, appearing to read 'D.M. Doel', is written over a circular stamp or mark.

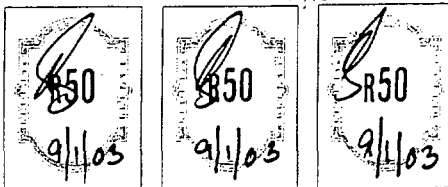
**D.M. DOEL : GENERAL MANAGER  
LISTINGS DIVISION**

cc. HSBC Investment Services (Africa) (Pty) Limited  
Attention: Doné Hattingh

REPUBLIC OF SOUTH AFRICA  
COMPANIES ACT, 1973

Return of allotment of shares

[Section 93(3)]



Registration No. of company  
1992/005642/06

Name of company RANOGOLD & EXPLORATION COMPANY LIMITED

1. Date of allotment of shares 19 DECEMBER 2002

2. Authorised capital of company:

| No par value     |                 | Par value        |                 |                              |                    |
|------------------|-----------------|------------------|-----------------|------------------------------|--------------------|
| Number of shares | Class of shares | Number of shares | Class of shares | Nominal amount of each share | Authorised capital |
|                  |                 |                  |                 | R                            | R                  |
|                  |                 | 75 000 000       | ORDINARY        | 0-01                         | 75 0 000           |
| Total            |                 | Total            |                 | Total                        | R 750 000          |

3. Shares subscribed for in memorandum of association:

| No par value     |                 | Par value        |                 |                              |                      |
|------------------|-----------------|------------------|-----------------|------------------------------|----------------------|
| Number of shares | Class of shares | Number of shares | Class of shares | Nominal amount of each share | Total amount paid-up |
|                  |                 |                  |                 | R                            | R                    |
|                  |                 |                  |                 |                              |                      |
| Total            |                 | Total            |                 | Total                        | R                    |

To be completed by company.

Acknowledgment of receipt of return of allotments, dated 8 JANUARY 2003

Name of company RANOGOLD & EXPLORATION COMPANY LIMITED

40 COMPANY SECRETARY

Postal address P.O. Box 82291

SOUTHDALE

2135

|   |
|---|
| Date of receipt by Registrar of Companies   |
| Date stamp of companies Registration Office |
| Registrar of Companies                      |

11

6 (c)

| Name of allottee | Address of allottee             | Number of shares | Description of shares allotted |
|------------------|---------------------------------|------------------|--------------------------------|
| M Moodley        | P O Box 82291<br>Southdale 2135 | 1,000            | Par value ordinary             |
| D J Niewoudt     | P O Box 82291<br>Southdale 2135 | 5,000            | Par value ordinary             |
| K Kallman        | P O Box 82291<br>Southdale 2135 | 500              | Par value ordinary             |
| J Avgoustinos    | P O Box 82291<br>Southdale 2135 | 5,700            | Par value ordinary             |
| C A Smith        | P O Box 82291<br>Southdale 2135 | 6,400            | Par value ordinary             |
| R M Lindsay      | P O Box 82291<br>Southdale 2135 | 6,000            | Par value ordinary             |

4. Number of shares previously issued, paid-up capital and stated capital, including shares subscribed for in the memorandum.

| No par value     |                 |                       |                | Par value        |                 |                              |                                  |
|------------------|-----------------|-----------------------|----------------|------------------|-----------------|------------------------------|----------------------------------|
| Number of shares | Class of shares | Issue price per share | Stated Capital | Number of shares | Class of shares | Nominal amount of each share | Amount of issued paid-up capital |
|                  |                 |                       | R              |                  |                 | R                            | R                                |
|                  |                 |                       |                | 43 654 628       | ORDS            | 0-01                         | 436 546-28                       |
| Total            |                 | Total                 | R              | Total 43 654 628 |                 | Total                        | R 436 546-28                     |

Summary of issued capital prior to allotment:

|                                  |                  |
|----------------------------------|------------------|
| Amount of issued paid-up capital | R 436 546-28     |
| Stated capital                   | R -              |
| Premium account                  | R 292 624 046-18 |
| Total issued capital             | R 293 060 592-46 |

5. Shares comprising this allotment:

| No par value     |                 |                       |                | Par value        |                 |                              |                       |   |
|------------------|-----------------|-----------------------|----------------|------------------|-----------------|------------------------------|-----------------------|---|
| Number of shares | Class of shares | Issue price per share | Stated capital | Number of shares | Class of shares | Nominal amount of each share | Premium on each share | Total amount of paid-up capital and premium, if any |
|                  |                 | R                     | R              |                  |                 | R                            | R                     | R   |
|                  |                 |                       |                | 7 500            | ORDS            | 0-01                         | 6-04                  | 45 375  |
|                  |                 |                       |                | 6 000            | ORDS            | 0-01                         | 6-29                  | 37 800  |
|                  |                 |                       |                | 11 100           | ORDS            | 0-01                         | 12-49                 | 138 750   |
| Total            |                 | Total                 | R              | Total 24 600     |                 | Total                        | Total                 | R 221 925   |

David Haddon

6. (a) Shares allotted otherwise than for cash:

| No par value     |                 |                       |                       | Par value        |                 |                              |                       |  |
|------------------|-----------------|-----------------------|-----------------------|------------------|-----------------|------------------------------|-----------------------|--|
| Number of shares | Class of shares | Issue price per share | Deemed stated capital | Number of shares | Class of shares | Nominal amount of each share | Premium on each share | Total amount of capital deemed to be paid-up |
|                  |                 |                       | R                     |                  |                 |                              | R                     | R  |
|                  |                 |                       |                       |                  |                 |                              |                       |  |
|                  |                 |                       |                       |                  |                 |                              |                       |  |
| Total            |                 | Total                 | R                     | Total            |                 | Total                        | Total                 | R  |

b. The consideration for which the shares have been allotted is as follows:

A copy of the contract, in writing, constituting the title of the allottee to the allotment, together with any contract of sale, or for service or other consideration in respect of which the allotment was made, must be attached. If the contract is not in writing, a memorandum containing full particulars of such contract must be attached. For particulars of allottees see overleaf.

c. The names and addresses of the allottees: *see attached*

| Name of allottee | Address of allottee | Number of shares | Description of shares allotted |
|------------------|---------------------|------------------|--------------------------------|
|                  |                     |                  |                                |
|                  |                     |                  |                                |
|                  |                     |                  |                                |

7. Issued capital at date of this return:

| No par value     |                 |                       |                | Par value        |                 |                              |                       |                       | Total amount of paid-up capital, excluding premium |
|------------------|-----------------|-----------------------|----------------|------------------|-----------------|------------------------------|-----------------------|-----------------------|--|
| Number of shares | Class of shares | Issue price per share | Stated capital | Number of shares | Class of shares | Nominal amount of each share | Premium on each share | Total premium account |  |
|                  |                 | R                     | R              |                  |                 | R                            | R                     | R                     | R  |
|                  |                 |                       |                | 43654628         | ORBS            | 0-01                         | —                     | *                     | 436546-28  |
|                  |                 |                       |                | 7500             | ORBS            | 0-01                         | 6-04                  | **                    | 75-00  |
|                  |                 |                       |                | 6000             | ORBS            | 0-01                         | 6-29                  | ***                   | 60-00  |
|                  |                 |                       |                | 11100            | ORBS            | 0-01                         | 12-49                 | ***                   | 111-00   |
| Total            |                 | Total                 | R              | Total            |                 |                              | Total                 | R                     | 436792-28  |

\* 292 624 046-18      \*\*\*\* 138 639-00  
 \*\* 45 300-00      \*\*\*\* 292 845 725-18  
 \*\*\* 37 740-00

Summary of total issued capital as at the date of this return:

Amount of issued paid-up capital \_\_\_\_\_ R 436 792-28  
 State capital \_\_\_\_\_ R —  
 Premium account (see analysis below) \_\_\_\_\_ R 292 844 510-18  
 Total issued capital \_\_\_\_\_ R 293 281 302-46

Certified correct.

Date 8 January 2003      Signature David Haddon  
 Director/Manager/Secretary

Rubber stamp of company, if any, or of secretaries.

Analysis of Share Premium Account R

Opening Balance 292 624 046-18

Premium on Allotment 221 679  
 less:

Share Duty (660-00)  
 Allotment Duty (555-00)      220 464-00  
292 844 510-18

**Exhibit 2**



15

5 PRESS AVENUE, SELBY  
JOHANNESBURG 2025  
PO BOX 82291  
SOUTHDALE 2135  
SOUTH AFRICA  
DOCEX 632: JOHANNESBURG  
TELEPHONE (2711) 837-0706  
FAX (2711) 837-1068

December 17, 2002

The Director  
Listing & Equity Markets Division  
JSE Securities Exchange South Africa  
One Exchange Square  
Gwen Lane, Sandown  
SANDTON

Dear Sir

**APPLICATION FOR THE LISTING OF 7,000 ORDINARY SHARES OF  
1 (ONE) CENT EACH IN RANDGOLD & EXPLORATION COMPANY LIMITED**

Application is hereby made for the listing of 7,000 new ordinary shares of 1 (one) cent each.  
The allotment price per share is as follows:

| <u>No. of Shares</u> | <u>Issue Price (c.p.s.)</u> |
|----------------------|-----------------------------|
| 4,000                | R15.00                      |
| 3,000                | R12.50                      |

The shares are to be listed in terms of the Randgold (1993) Share Option Scheme. The shares should be listed under the "Mining Holding" section of the lists under the abbreviated name "Randgold". In support of our application we submit the following information:

- The full name of the company is: Randgold & Exploration Company Limited
- The registered office is: 5 Press Avenue  
Selby, Johannesburg, 2001
- The transfer secretaries are: Computershare Services Limited  
70 Marshall Street, 2001 Johannesburg
- The share capital of the company prior to the matter detailed in the introduction was:

|             |            |                             |          |
|-------------|------------|-----------------------------|----------|
| Authorised: | 75 000 000 | shares of 1(one) cent each: | R750 000 |
| Issued:     | 43 679 228 | shares of 1(one) cent each: | R436 792 |
| Unissued:   | 31 320 448 | shares of 1(one) cent each: | R313 204 |

2 / .....

RGENSOS\021213-7000 EIB KK

# RANDG LD

The Director  
Listing & Equity Markets Division  
JSE Securities Exchange South Africa

17 December 2002

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5. The company's issued ordinary share capital after the issue of the 7,000 ordinary shares, which are the subject of this application, will be:

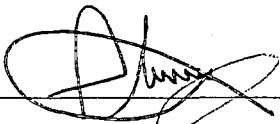
43 686 228 ordinary shares of 1 (one) cent each: R436 862

The unissued ordinary share capital will decrease to:

31 313 448 ordinary shares of 1 (one) cent each: R313 134

6. The company has granted options to subscribe for ordinary shares in terms of the company's share option scheme.
7. The new ordinary shares will rank pari-passu with the existing ordinary shares of the company in issue.
8. The directors have authorised this application in terms of a resolution dated 28 February 2002, a copy of which is attached.
9. The new shares will be allocated and issued on 19 December 2002.
10. The listing fee of R752.40 is attached hereto.

**SIGNED at JOHANNESBURG on 17 DECEMBER 2002.**

  
\_\_\_\_\_  
DIRECTOR

  
\_\_\_\_\_  
LEGAL MANAGER

\_\_\_\_\_  
SPONSOR



**RANDG LD**

**RANDGOLD & EXPLORATION COMPANY  
LIMITED**  
("the company")

**RESOLUTION OF DIRECTORS PASSED  
AT JOHANNESBURG ON 28 FEBRUARY 2002**

**EXERCISE OF OPTIONS TO ACQUIRE ORDINARY SHARES  
IN THE SHARE CAPITAL OF THE COMPANY IN TERMS OF THE  
RANDGOLD (1993) SHARE OPTION SCHEME ("THE SCHEME")**

**RESOLVED THAT -**

Any one director or the Company's legal manager and the secretary be and they are hereby authorised to allot and issue ordinary shares in the capital of the company to participants in Randgold (1993) Share Option Scheme, in terms of that scheme, and to make application to the JSE Securities Exchange South Africa for the listing of the newly allotted shares, and to sign all documents necessary to give effect to this resolution.

Certified a true copy

  
-----  
**J DE VBERRY**  
Legal Manager

12



SECURITIES EXCHANGE  
SOUTH AFRICA

One Exchange Square,  
Gwen Lane, Sandown.  
Private Bag X991174,  
Sandton, 2146, South Africa.  
Telephone: (2711) 520 7000  
Web: www.jse.co.za

24 December 2002  
REF: TM/mr/7973

The Company Secretary  
Randgold & Exploration Company Limited  
P O Box 82291  
SOUTHDALE  
2135

Dear Sir

**ADDITIONAL SHARES : SHARE OPTION SCHEME**

Your application for listing dated 17 December 2002 refers.

In reply, we advise that subject to the Rules and Regulations of this Exchange now or hereafter in force, an additional listing has been granted from Friday, 27 December 2002 in respect of 7 000 ordinary shares of 1 cent each.

Our records reflect the authorised ordinary share capital of your company as R750 000-00 and will be amended to show the listed ordinary share capital as R436 862-28 divided into 43 686 228 ordinary shares of 1 cent each.

Thank you for payment of R752-40 in respect of the listing fee received.

Yours faithfully

**D.M. DOEL : GENERAL MANAGER  
LISTINGS DIVISION**

cc. HSBC Investment Services (Africa) (Pty) Limited  
Attention : Doné Hattingh

# Return of allotment of shares

[Section 93 (3)]

Registration No. of company  
1992/005642/06

Name of company RANDGOLD & EXPLORATION COMPANY LIMITED

1. Date of allotment of shares 27 DECEMBER 2002

2. Authorised capital of company:

| No par value     |                 | Par value        |                 |                              |                    |
|------------------|-----------------|------------------|-----------------|------------------------------|--------------------|
| Number of shares | Class of shares | Number of shares | Class of shares | Nominal amount of each share | Authorised capital |
|                  |                 |                  |                 | R                            | R                  |
|                  |                 | 75 000 000       | ORDINARY        | 0-01                         | 750 000            |
| Total            | Total           | 75 000 000       |                 | Total                        | R 750 000          |

3. Shares subscribed for in memorandum of association:

| No par value     |                 | Par value        |                 |                              |                      |
|------------------|-----------------|------------------|-----------------|------------------------------|----------------------|
| Number of shares | Class of shares | Number of shares | Class of shares | Nominal amount of each share | Total amount paid-up |
|                  |                 |                  |                 | R                            | R                    |
|                  |                 |                  |                 |                              |                      |
| Total            | Total           |                  |                 | Total                        | R                    |

To be completed by company.

Acknowledgment of receipt of return of allotments, dated 9 JANUARY 2003

Name of company RANDGOLD & EXPLORATION COMPANY LIMITED  
110 COMPANY SECRETARY

Postal address P.O. Box 82291  
SOUTHDALE  
2135

|  |
|--|
| Date of receipt by<br>Registrar of Companies   |
| Date stamp of companies<br>Registration Office |
| Registrar of Companies                         |

4. Number of shares previously issued, paid-up capital and stated capital, including shares subscribed for in the memorandum.

| No par value     |                 |                       |                | Par value        |                 |                              |                                  |
|------------------|-----------------|-----------------------|----------------|------------------|-----------------|------------------------------|----------------------------------|
| Number of shares | Class of shares | Issue price per share | Stated Capital | Number of shares | Class of shares | Nominal amount of each share | Amount of issued paid-up capital |
|                  |                 |                       | R              |                  |                 | R                            | R                                |
|                  |                 |                       |                | 43 679 228       | ORDS            | 0-01                         | 43 679 228                       |
| Total            |                 | Total                 | R              | Total 43 679 228 |                 | Total                        | R 436 792-28                     |

Summary of issued capital prior to allotment:

|                                  |                  |
|----------------------------------|------------------|
| Amount of issued paid-up capital | R 436 792-28     |
| Stated capital                   | R -              |
| Premium account                  | R 292 844 510-18 |
| Total issued capital             | R 293 281 302-46 |

5. Shares comprising this allotment:

| No par value     |                 |                       |                | Par value        |                 |                              |                       | Total amount of paid-up capital and premium, if any |
|------------------|-----------------|-----------------------|----------------|------------------|-----------------|------------------------------|-----------------------|---|
| Number of shares | Class of shares | Issue price per share | Stated capital | Number of shares | Class of shares | Nominal amount of each share | Premium on each share |   |
|                  |                 | R                     | R              |                  |                 | R                            | R                     | R   |
|                  |                 |                       |                | 3000             | ORDS            | 0-01                         | 12-49                 | 37 500  |
|                  |                 |                       |                | 4 000            | ORDS            | 0-01                         | 14-99                 | 60 000  |
| Total            |                 | Total                 | R              | Total 7 000      |                 | Total                        | Total                 | R 97 500  |

6. (a) Shares allotted otherwise than for cash:

| No par value     |                 |                       |                       | Par value        |                 |                              |                       | Total amount of capital deemed to be paid-up |
|------------------|-----------------|-----------------------|-----------------------|------------------|-----------------|------------------------------|-----------------------|--|
| Number of shares | Class of shares | Issue price per share | Deemed stated capital | Number of shares | Class of shares | Nominal amount of each share | Premium on each share |  |
|                  |                 |                       | R                     |                  |                 |                              | R                     | R  |
|                  |                 |                       |                       |                  |                 |                              |                       |  |
|                  |                 |                       |                       |                  |                 |                              |                       |  |
| Total            |                 | Total                 | R                     | Total            |                 | Total                        | Total                 | R  |

(b) The consideration for which the shares have been allotted is as follows:

A copy of the contract, in writing, constituting the title of the allottee to the allotment, together with any contract of sale, or for service or other consideration in respect of which the allotment was made, must be attached. If the contract is not in writing, a memorandum containing full particulars of such contract must be attached. For particulars of allottees see overleaf.

(c) The names and addresses of the allottees:

| Name of allottee | Address of allottee               | Number of shares | Description of shares allotted |
|------------------|-----------------------------------|------------------|--------------------------------|
| K KALLMAN        | P.O. Box 822 91<br>SOUTHDALE 2135 | 3000             | PAR VALUE                      |
| E I BACKES       |                                   | 4000             | ORDINARY                       |

7. Issued capital at date of this return:

| No par value     |                 |                       |                | Par value        |                 |                              |                       |                       | Total amount of paid-up capital, excluding premium |
|------------------|-----------------|-----------------------|----------------|------------------|-----------------|------------------------------|-----------------------|-----------------------|--|
| Number of shares | Class of shares | Issue price per share | Stated capital | Number of shares | Class of shares | Nominal amount of each share | Premium on each share | Total premium account |  |
|                  |                 | R                     | R              |                  |                 | R                            | R                     | R                     | R  |
|                  |                 |                       |                | 43 679 228       | ORDS            | 0-01                         | -                     | *                     | 436 792-28   |
|                  |                 |                       |                | 3000             | ORDS            | 0-01                         | 12-49                 | **                    | 30-00  |
|                  |                 |                       |                | 4000             | ORDS            | 0-01                         | 14-99                 | ***                   | 40-00  |
| Total            |                 | Total                 | R              | Total            | 43 686 228      |                              | Total                 | R                     | *** 436 862-28                                     |

\* 292 844 510-18  
 \*\* 37 470-00  
 \*\*\* 59 960-00  
 \*\*\* 292 941 940-18

Summary of total issued capital as at the date of this return:

Amount of issued paid-up capital R 436 862-28  
 State capital R -  
 Premium account (see analysis below) R 292 941 036-43  
 Total issued capital R 293 377 898-71

Certified correct.

Date 9 January 2003

Signature David Hadden  
 Director/Manager/Secretary

Rubber stamp of company, if any, or of secretaries.

Analysis of Share Premium Account R

Opening Balance 292 844 510-18

Premium on Allotment less: 97 430-00

less Duty (660-00)  
 Allotment Duty (243-75)

96 526-25  
 292 941 036-43

Exhibit 3

December 30, 2002

The Director  
 Listing & Equity Markets Division  
 JSE Securities Exchange South Africa  
 One Exchange Square  
 Gwen Lane, Sandown  
 SANDTON

Dear Sir

**APPLICATION FOR THE LISTING OF 5,500 ORDINARY SHARES OF  
 1 (ONE) CENT EACH IN RANDGOLD & EXPLORATION COMPANY LIMITED**

Application is hereby made for the listing of 5,500 new ordinary shares of 1 (one) cent each. The allotment price per share is as follows:

| <u>No. of Shares</u> | <u>Issue Price (c.p.s.)</u> |
|----------------------|-----------------------------|
| 5,500                | R12.50                      |

The shares are to be listed in terms of the Randgold (1993) Share Option Scheme. The shares should be listed under the "Mining Holding" section of the lists under the abbreviated name "Randgold". In support of our application we submit the following information:

1. The full name of the company is: Randgold & Exploration Company Limited
2. The registered office is: 5 Press Avenue  
Selby, Johannesburg, 2001
3. The transfer secretaries are: Computershare Services Limited  
70 Marshall Street, 2001 Johannesburg
4. The share capital of the company prior to the matter detailed in the introduction was:

|             |            |                             |          |
|-------------|------------|-----------------------------|----------|
| Authorised: | 75 000 000 | shares of 1(one) cent each: | R750 000 |
| Issued:     | 43 686 228 | shares of 1(one) cent each: | R436 862 |
| Unissued:   | 31 313 448 | shares of 1(one) cent each: | R313 134 |

2 / .....

# RANDG LD

24

The Director  
Listing & Equity Markets Division  
JSE Securities Exchange South Africa

30 December 2002

5. The company's issued ordinary share capital after the issue of the 5,500 ordinary shares, which are the subject of this application, will be:

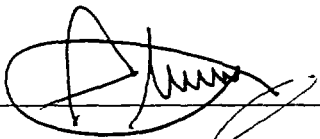
43 691 728 ordinary shares of 1 (one) cent each: R436 917


The unissued ordinary share capital will decrease to:

31 307 948 ordinary shares of 1 (one) cent each: R313 079

6. The company has granted options to subscribe for ordinary shares in terms of the company's share option scheme.
7. The new ordinary shares will rank pari-passu with the existing ordinary shares of the company in issue.
8. The directors have authorised this application in terms of a resolution dated 28 February 2002, a copy of which is attached.
9. The new shares will be allocated and issued on 31 December 2003.
10. The listing fee of R752.40 is attached hereto.

**SIGNED at JOHANNESBURG on 30 DECEMBER 2002.**

  
\_\_\_\_\_  
DIRECTOR

  
\_\_\_\_\_  
LEGAL MANAGER

\_\_\_\_\_  
SPONSOR



**RANDGOLD & EXPLORATION COMPANY  
LIMITED**  
("the company")

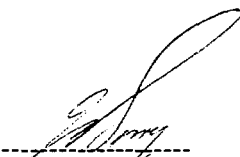
**RESOLUTION OF DIRECTORS PASSED  
AT JOHANNESBURG ON 28 FEBRUARY 2002**

**EXERCISE OF OPTIONS TO ACQUIRE ORDINARY SHARES  
IN THE SHARE CAPITAL OF THE COMPANY IN TERMS OF THE  
RANDGOLD (1993) SHARE OPTION SCHEME ("THE SCHEME")**

**RESOLVED THAT -**

Any one director or the Company's legal manager and the secretary be and they are hereby authorised to allot and issue ordinary shares in the capital of the company to participants in Randgold (1993) Share Option Scheme, in terms of that scheme, and to make application to the JSE Securities Exchange South Africa for the listing of the newly allotted shares, and to sign all documents necessary to give effect to this resolution.

Certified a true copy

  
-----  
**J DE V BERRY**  
Legal Manager

26



One Exchange Square,  
Gwen Lane, Sandown.  
Private Bag X991174,  
Sandton, 2146, South Africa.  
Telephone: (2711) 520 7000  
Web: www.jse.co.za

31 December 2002  
REF: NM/tvo/8031

The Company Secretary  
Randgold & Exploration Company Limited  
P O Box 82291  
SOUTHDALE  
2135

Dear Sir

**ADDITIONAL SHARES : SHARE OPTION SCHEME**

Your application for listing dated 30 December 2002 refers.

In reply, we advise that subject to the Rules and Regulations of this Exchange now or hereafter in force, an additional listing has been granted from Thursday, 2 January 2003 in respect of 5 500 ordinary shares of 1 cent each.

Our records reflect the authorised ordinary share capital of your company as R750 000-00 and will be amended to show the listed ordinary share capital as R436 917-28 divided into 43 691 728 ordinary shares of 1 cent each.

Thank you for payment of R752-40 in respect of the listing fee received.

Yours faithfully

  
**D.M. DOEL : GENERAL MANAGER  
LISTINGS DIVISION**

cc. HSBC Investment Services (Africa) (Pty) Limited  
**Attention : Simone Jones**

# Return of allotment of shares

[Section 93 (3)]

Registration No. of company  
1992/005642/06

Name of company RANDGOLD & EXPLORATION COMPANY LIMITED

1. Date of allotment of shares 2 JANUARY 2003

2. Authorised capital of company:

| No par value     |                 | Par value        |                 |                              |                    |
|------------------|-----------------|------------------|-----------------|------------------------------|--------------------|
| Number of shares | Class of shares | Number of shares | Class of shares | Nominal amount of each share | Authorised capital |
|                  |                 |                  |                 | R                            | R                  |
|                  |                 | 75 000 000       | ORDINARY        | 0-01                         | 750 000            |
| Total            | Total           | 75 000 000       |                 | Total                        | R 750 000          |

3. Shares subscribed for in memorandum of association:

| No par value     |                 | Par value        |                 |                              |                      |
|------------------|-----------------|------------------|-----------------|------------------------------|----------------------|
| Number of shares | Class of shares | Number of shares | Class of shares | Nominal amount of each share | Total amount paid-up |
|                  |                 |                  |                 | R                            | R                    |
|                  |                 |                  |                 |                              |                      |
| Total            | Total           |                  |                 | Total                        | R                    |

To be completed by company.

Acknowledgment of receipt of return of allotments, dated 14 JANUARY 2003

Name of company RANDGOLD & EXPLORATION COMPANY LIMITED

C/O COMPANY SECRETARY (5500)

Postal address P.O. BOX 82291

SOUTHDALE

2135

|   |
|---|
| Date of receipt by Registrar of Companies   |
| Date stamp of companies Registration Office |
| Registrar of Companies                      |

25

4. Number of shares previously issued, paid-up capital and stated capital, including shares subscribed for in the memorandum.

| No par value     |                 |                       |                | Par value        |                 |                              |                                  |
|------------------|-----------------|-----------------------|----------------|------------------|-----------------|------------------------------|----------------------------------|
| Number of shares | Class of shares | Issue price per share | Stated Capital | Number of shares | Class of shares | Nominal amount of each share | Amount of issued paid-up capital |
|                  |                 |                       | R              |                  |                 | R                            | R                                |
|                  |                 |                       |                | 43 686 228       | ORDS            | 0-01                         | 436 862-28                       |
| Total            |                 | Total                 | R              | Total 43 686 228 |                 | Total                        | R 436 862-28                     |

Summary of issued capital prior to allotment:

Amount of issued paid-up capital R 436 862-28  
 Stated capital R -  
 Premium account R 292 941 036-43  
 Total issued capital R 293 377 898-71

5. Shares comprising this allotment:

| No par value     |                 |                       |                | Par value        |                 |                              |                       | Total amount of paid-up capital and premium, if any |
|------------------|-----------------|-----------------------|----------------|------------------|-----------------|------------------------------|-----------------------|---|
| Number of shares | Class of shares | Issue price per share | Stated capital | Number of shares | Class of shares | Nominal amount of each share | Premium on each share |   |
|                  |                 | R                     | R              |                  |                 | R                            | R                     | R   |
|                  |                 |                       |                | 5500             | ORDS            | 0-01                         | 12-49                 | 68750   |
| Total            |                 | Total                 | R              | Total 5500       |                 | Total                        | Total                 | R 68750   |

6. (a) Shares allotted otherwise than for cash:

| No par value     |                 |                       |                       | Par value        |                 |                              |                       | Total amount of capital deemed to be paid-up |
|------------------|-----------------|-----------------------|-----------------------|------------------|-----------------|------------------------------|-----------------------|--|
| Number of shares | Class of shares | Issue price per share | Deemed stated capital | Number of shares | Class of shares | Nominal amount of each share | Premium on each share |  |
|                  |                 |                       | R                     |                  |                 |                              | R                     | R  |
|                  |                 |                       |                       |                  |                 |                              |                       |  |
| Total            |                 | Total                 | R                     | Total            |                 | Total                        | Total                 | R  |

b) The consideration for which the shares have been allotted is as follows:

A copy of the contract, in writing, constituting the title of the allottee to the allotment, together with any contract of sale, or for service or other consideration in respect of which the allotment was made, must be attached. If the contract is not in writing, a memorandum containing full particulars of such contract must be attached. For particulars of allottees see overleaf.

c) The names and addresses of the allottees:

| Name of allottee | Address of allottee         | Number of shares | Description of shares allotted |
|------------------|-----------------------------|------------------|--------------------------------|
| LV WARK          | P.O. Box 82291<br>SOUTHDALE | 5500             | PARVALLIE ORDINARY             |
|                  |                             |                  |                                |

7. Issued capital at date of this return:

| No par value     |                 |                       |                | Par value        |                 |                              |                       |                       | Total amount of paid-up capital, excluding premium |            |
|------------------|-----------------|-----------------------|----------------|------------------|-----------------|------------------------------|-----------------------|-----------------------|--|------------|
| Number of shares | Class of shares | Issue price per share | Stated capital | Number of shares | Class of shares | Nominal amount of each share | Premium on each share | Total premium account |  |            |
|                  |                 | R                     | R              |                  |                 | R                            | R                     | R                     | R  |            |
|                  |                 |                       |                | 43 686 228       | ORDS            | 0-01                         | -                     | *                     | 436 862-28   |            |
|                  |                 |                       |                | 5500             | ORDS            | 0-01                         | 12-49                 | **                    | 55-00  |            |
| Total            |                 | Total                 | R              | Total            |                 |                              | Total                 | R                     | ***  | 436 917-28 |

\* 292 941 036-43  
 \*\* 68 695-00  
 \*\*\* 293 009 731-43

Summary of total issued capital as at the date of this return:

Amount of issued paid-up capital R 436 917-28  
 State capital R -  
 Premium account (see analysis below) R 293 008 899-43  
 Total issued capital R 293 445 816-71

Certified correct.

Date 14 January 2003 Signature David Hadden  
 Director/Manager/Secretary

Rubber stamp of company, if any, or of secretaries.

Analysis of Share Premium Account  
 Opening Balance

R  
 292 941 036-43

Premium on Allotment 68 695-00  
 less:  
 Issue Duty (660-00)  
 Allotment Duty (172-00)

67 863-00  
 293 008 899-43

David Hadden

30

Exhibit 4

December 31, 2002

The Director  
 Listing & Equity Markets Division  
 JSE Securities Exchange South Africa  
 One Exchange Square  
 Gwen Lane, Sandown  
 SANDTON

Dear Sir

**APPLICATION FOR THE LISTING OF 4,500 ORDINARY SHARES OF  
 1 (ONE) CENT EACH IN RANDGOLD & EXPLORATION COMPANY LIMITED**

Application is hereby made for the listing of 4,500 new ordinary shares of 1 (one) cent each.  
 The allotment price per share is as follows:

| <u>No. of Shares</u> | <u>Issue Price (c.p.s.)</u> |
|----------------------|-----------------------------|
| 4,500                | R12.50                      |

The shares are to be listed in terms of the Randgold (1993) Share Option Scheme. The shares should be listed under the "Mining Holding" section of the lists under the abbreviated name "Randgold". In support of our application we submit the following information:

- The full name of the company is: Randgold & Exploration Company Limited
- The registered office is: 5 Press Avenue  
Selby, Johannesburg, 2001
- The transfer secretaries are: Computershare Services Limited  
70 Marshall Street, 2001 Johannesburg
- The share capital of the company prior to the matter detailed in the introduction was:
 

|             |            |                             |          |
|-------------|------------|-----------------------------|----------|
| Authorised: | 75 000 000 | shares of 1(one) cent each: | R750 000 |
| Issued:     | 43 691 728 | shares of 1(one) cent each: | R436 917 |
| Unissued:   | 31 307 948 | shares of 1(one) cent each: | R313 079 |

2 / .....

RGE\SOS\021230-4500 LW

The Director  
Listing & Equity Markets Division  
JSE Securities Exchange South Africa

31 December 2002

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5. The company's issued ordinary share capital after the issue of the 4,500 ordinary shares, which are the subject of this application, will be:

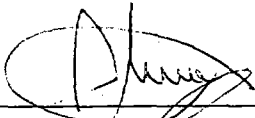
43 696 228 ordinary shares of 1 (one) cent each: R436 962


The unissued ordinary share capital will decrease to:

31 303 448 ordinary shares of 1 (one) cent each: R313 034

6. The company has granted options to subscribe for ordinary shares in terms of the company's share option scheme.
7. The new ordinary shares will rank pari-passu with the existing ordinary shares of the company in issue.
8. The directors have authorised this application in terms of a resolution dated 28 February 2002, a copy of which is attached.
9. The new shares will be allocated and issued on 2 January 2003.
10. The listing fee of R752.40 is attached hereto.

**SIGNED at JOHANNESBURG on 31 December 2002**

  
\_\_\_\_\_  
DIRECTOR

  
\_\_\_\_\_  
LEGAL MANAGER

\_\_\_\_\_  
SPONSOR



**RANDGOLD & EXPLORATION COMPANY  
LIMITED**  
("the company")

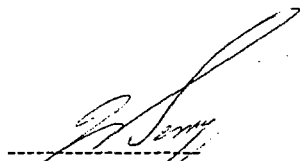
**RESOLUTION OF DIRECTORS PASSED  
AT JOHANNESBURG ON 28 FEBRUARY 2002**

**EXERCISE OF OPTIONS TO ACQUIRE ORDINARY SHARES  
IN THE SHARE CAPITAL OF THE COMPANY IN TERMS OF THE  
RANDGOLD (1993) SHARE OPTION SCHEME ("THE SCHEME")**

**RESOLVED THAT -**

Any one director or the Company's legal manager and the secretary be and they are hereby authorised to allot and issue ordinary shares in the capital of the company to participants in Randgold (1993) Share Option Scheme, in terms of that scheme, and to make application to the JSE Securities Exchange South Africa for the listing of the newly allotted shares, and to sign all documents necessary to give effect to this resolution.

Certified a true copy

  
-----  
**J DE V BERRY**  
Legal Manager

34



**SECURITIES EXCHANGE  
SOUTH AFRICA**

One Exchange Square,  
Gwen Lane, Sandown.  
Private Bag X991174,  
Sandton, 2146. South Africa.  
Telephone: (2711) 520 7000  
Web: [www.jse.co.za](http://www.jse.co.za)

02 January 2003  
REF: NM/mr/8036

The Company Secretary  
Randgold & Exploration Company Limited  
P O Box 82291  
SOUTHDALE  
2135

Dear Sir

**ADDITIONAL SHARES : SHARE OPTION SCHEME**

Your application for listing dated 30 December 2002 refers.

In reply, we advise that subject to the Rules and Regulations of this Exchange now or hereafter in force, an additional listing has been granted from Friday, 3 January 2003 in respect of 4 500 ordinary shares of 1 cent each.

Our records reflect the authorised ordinary share capital of your company as R750 000-00 and will be amended to show the listed ordinary share capital as R436 962-28 divided into 43 696 228 ordinary shares of 1 cent each.

Thank you for payment of R752-40 in respect of the listing fee received.

Yours faithfully

**D.M. DOEL : GENERAL MANAGER  
LISTINGS DIVISION**

cc. HSBC Investment Services (Africa) (Pty) Limited  
Attention : Simone Jones

# Return of allotment of shares

[Section 93 (3)]

Registration No. of company  
1992/005642/06

Name of company RANGOLD & EXPLORATION COMPANY LIMITED

1. Date of allotment of shares 3 JANUARY 2003

2. Authorised capital of company:

| No par value     |                 | Par value        |                 |                              |                    |
|------------------|-----------------|------------------|-----------------|------------------------------|--------------------|
| Number of shares | Class of shares | Number of shares | Class of shares | Nominal amount of each share | Authorised capital |
|                  |                 |                  |                 | R                            | R                  |
|                  |                 | 75000 000        | ORDINARY        | 0-01                         | 750 000            |
| Total            |                 | Total            |                 | Total                        | R 750 000          |

3. Shares subscribed for in memorandum of association:

| No par value     |                 | Par value        |                 |                              |                      |
|------------------|-----------------|------------------|-----------------|------------------------------|----------------------|
| Number of shares | Class of shares | Number of shares | Class of shares | Nominal amount of each share | Total amount paid-up |
|                  |                 |                  |                 | R                            | R                    |
|                  |                 |                  |                 |                              |                      |
| Total            |                 | Total            |                 | Total                        | R                    |

To be completed by company.

Acknowledgment of receipt of return of allotments, dated 14 JANUARY 2003

Name of company RANGOLD & EXPLORATION COMPANY LIMITED

40 COMPANY SECRETARY (4500

Postal address P.O. BOX 82291

SOUTHDALE

2135

|  |
|--|
| Date of receipt by<br>Registrar of Companies   |
| Date stamp of companies<br>Registration Office |
| Registrar of Companies                         |

4. Number of shares previously issued, paid-up capital and stated capital, including shares subscribed for in the memorandum.

| No par value     |                 |                       |                | Par value        |                 |                              |                                  |
|------------------|-----------------|-----------------------|----------------|------------------|-----------------|------------------------------|----------------------------------|
| Number of shares | Class of shares | Issue price per share | Stated Capital | Number of shares | Class of shares | Nominal amount of each share | Amount of issued paid-up capital |
|                  |                 |                       | R              |                  |                 | R                            | R                                |
|                  |                 |                       |                | 43 691 728       | ORDS            | 0-01                         | 436 917-28                       |
| Total            |                 | Total                 | R              | Total 436 917 28 |                 | Total                        | R 436 917-28                     |

Summary of issued capital prior to allotment:

|                                  |                  |
|----------------------------------|------------------|
| Amount of issued paid-up capital | R 436 917-28     |
| Stated capital                   | R -              |
| Premium account                  | R 293 008 899-43 |
| Total issued capital             | R 293 445 816-71 |

5. Shares comprising this allotment:

| No par value     |                 |                       |                | Par value        |                 |                              |                       | Total amount of paid-up capital and premium, if any |
|------------------|-----------------|-----------------------|----------------|------------------|-----------------|------------------------------|-----------------------|---|
| Number of shares | Class of shares | Issue price per share | Stated capital | Number of shares | Class of shares | Nominal amount of each share | Premium on each share |   |
|                  |                 | R                     | R              |                  |                 | R                            | R                     | R   |
|                  |                 |                       |                | 4 500            | ORDS            | 0-01                         | 12-49                 | 56 250  |
| Total            |                 | Total                 | R              | Total 4500       |                 | Total                        | R                     | 56 250  |

6. (a) Shares allotted otherwise than for cash:

| No par value     |                 |                       |                       | Par value        |                 |                              |                       | Total amount of capital deemed to be paid-up |
|------------------|-----------------|-----------------------|-----------------------|------------------|-----------------|------------------------------|-----------------------|--|
| Number of shares | Class of shares | Issue price per share | Deemed stated capital | Number of shares | Class of shares | Nominal amount of each share | Premium on each share |  |
|                  |                 |                       | R                     |                  |                 |                              | R                     | R  |
|                  |                 |                       |                       |                  |                 |                              |                       |  |
| Total            |                 | Total                 | R                     | Total            |                 | Total                        | R                     |  |

(b) The consideration for which the shares have been allotted is as follows:

\*A copy of the contract, in writing, constituting the title of the allottee to the allotment, together with any contract of sale, or for service or other consideration in respect of which the allotment was made, must be attached. If the contract is not in writing, a memorandum containing full particulars of such contract must be attached. (For particulars of allottees see overleaf.)

(c) The names and addresses of the allottees:

| Name of allottee | Address of allottee              | Number of shares | Description of shares allotted |
|------------------|----------------------------------|------------------|--------------------------------|
| LV WARK          | P.O. Box 82291<br>SOUTHDALE 2135 | 4500             | PAR VALUE ORDINARY             |

7. Issued capital at date of this return:

| No par value     |                 |                       |                | Par value        |                 |                              |                       |                       | Total amount of paid-up capital, excluding premium |
|------------------|-----------------|-----------------------|----------------|------------------|-----------------|------------------------------|-----------------------|-----------------------|--|
| Number of shares | Class of shares | Issue price per share | Stated capital | Number of shares | Class of shares | Nominal amount of each share | Premium on each share | Total premium account |  |
|                  |                 | R                     | R              |                  |                 | R                            | R                     | R                     | R  |
|                  |                 |                       |                | 43 691 728       | ORDS            | 0-01                         | -                     | *                     | 436 917-28   |
|                  |                 |                       |                | 4500             | ORDS            | 0-01                         | 12-49                 | *#                    | 45-00  |
| Total            |                 | Total R               | Total R        | 43696228         |                 |                              | Total R               | ***                   | 436 962-28   |

\* 293 008 899-43  
 # 56 205-00  
 \*\*\* 293 065 104-43

Summary of total issued capital as at the date of this return:

Amount of issued paid-up capital R 436 962-28  
 State capital R -  
 Premium account (see analysis below) R 293 064 303-78  
 Total issued capital R 293 501 266-06

Certified correct.

Date 14 January 2003

Signature David Haddon  
 Director/Manager/Secretary

Rubber stamp of company, if any, or of secretaries.

Analysis of Share Premium Account  
 Opening Balance

R  
 293 008 899-43

Premium on Allotment 56 205-00  
 less:  
 base Duty ( 660-00 )  
 Allotment Duty ( 140-65 )

55 404-35  
293 064 303-78

37

Exhibit 5

39

January 7, 2003

The Director  
Listing & Equity Markets Division  
JSE Securities Exchange South Africa  
One Exchange Square  
Gwen Lane, Sandown  
SANDTON

Dear Sir

**APPLICATION FOR THE LISTING OF 54,366 ORDINARY SHARES OF 1 (ONE) CENT EACH IN RANDGOLD & EXPLORATION COMPANY LIMITED**

Application is hereby made for the listing of 54,366 new ordinary shares of 1 (one) cent each. The allotment price per share is as follows:

| <u>No. of Shares</u> | <u>Issue Price (c.p.s.)</u> |
|----------------------|-----------------------------|
| 366                  | R15.00                      |
| 54,000               | R12.50                      |

The shares are to be listed in terms of the Randgold (1993) Share Option Scheme. The shares should be listed under the "Mining Holding" section of the lists under the abbreviated name "Randgold". In support of our application we submit the following information:

1. The full name of the company is: Randgold & Exploration Company Limited
2. The registered office is: 5 Press Avenue  
Selby, Johannesburg, 2001
3. The transfer secretaries are: Computershare Services Limited  
70 Marshall Street, 2001 Johannesburg

4. The share capital of the company prior to the matter detailed in the introduction was:

|             |            |                             |          |
|-------------|------------|-----------------------------|----------|
| Authorised: | 75 000 000 | shares of 1(one) cent each: | R750 000 |
| Issued:     | 43 696 228 | shares of 1(one) cent each: | R436 962 |
| Unissued:   | 31 303 448 | shares of 1(one) cent each: | R313 034 |

2 / .....

RGL SOS 021231-54366 GM DIN LW

The Director  
Listing & Equity Markets Division  
JSE Securities Exchange South Africa

7 January 2003

2.

5. The company's issued ordinary share capital after the issue of the 54,366 ordinary shares, which are the subject of this application, will be:

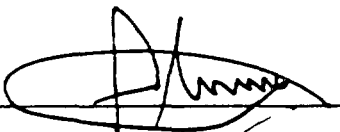
43 750 594 ordinary shares of 1 (one) cent each: R437 506

The unissued ordinary share capital will decrease to:

31 249 082 ordinary shares of 1 (one) cent each: R312 491

6. The company has granted options to subscribe for ordinary shares in terms of the company's share option scheme.
7. The new ordinary shares will rank pari-passu with the existing ordinary shares of the company in issue.
8. The directors have authorised this application in terms of a resolution dated 28 February 2002, a copy of which is attached.
9. The new shares will be allocated and issued on 8 January 2003.
10. The listing fee of R4,378.97 attached hereto.

**SIGNED at JOHANNESBURG on 7 January 2003**

  
\_\_\_\_\_  
DIRECTOR

  
\_\_\_\_\_  
LEGAL MANAGER

\_\_\_\_\_  
SPONSOR



**RANDG LD**

41

**RANDGOLD & EXPLORATION COMPANY  
LIMITED**  
("the company")

**RESOLUTION OF DIRECTORS PASSED  
AT JOHANNESBURG ON 28 FEBRUARY 2002**

**EXERCISE OF OPTIONS TO ACQUIRE ORDINARY SHARES  
IN THE SHARE CAPITAL OF THE COMPANY IN TERMS OF THE  
RANDGOLD (1993) SHARE OPTION SCHEME ("THE SCHEME")**

**RESOLVED THAT -**

Any one director or the Company's legal manager and the secretary be and they are hereby authorised to allot and issue ordinary shares in the capital of the company to participants in Randgold (1993) Share Option Scheme, in terms of that scheme, and to make application to the JSE Securities Exchange South Africa for the listing of the newly allotted shares, and to sign all documents necessary to give effect to this resolution.

Certified a true copy

  
-----  
**J DE V BERRY**  
Legal Manager



One Exchange Square,  
Gwen Lane, Sandown.  
Private Bag X991174,  
Sandton, 2146, South Africa.  
Telephone: (2711) 520 7000  
Web: www.jse.co.za

07 January 2003  
REF: NM/mr/8049

The Company Secretary  
Randgold & Exploration Company Limited  
P O Box 82291  
SOUTHDALE  
2135

Dear Sir

**ADDITIONAL SHARES : SHARE OPTION SCHEME**

Your application for listing dated 7 January 2002 refers.

In reply, we advise that subject to the Rules and Regulations of this Exchange now or hereafter in force, an additional listing has been granted from Wednesday, 8 January 2003 in respect of 54 366 ordinary shares of 1 cent each.

Our records reflect the authorised ordinary share capital of your company as R750 000-00 and will be amended to show the listed ordinary share capital as R437 505-94 divided into 43 750 594 ordinary shares of 1 cent each.

Thank you for payment of R4 378-97 in respect of the listing fee received.

Yours faithfully

A handwritten signature in black ink, appearing to read 'D.M. Doel', is written over a light blue horizontal line.

**D.M. DOEL : GENERAL MANAGER  
LISTINGS DIVISION**

cc. HSBC Investment Services (Africa) (Pty) Limited  
**Attention : Simone Jones**

43

# Return of allotment of shares

[Section 93 (3)]

Registration No. of company  
**1992/005642/06**

Name of company RANGOLD EXPLORATION COMPANY LIMITED

1. Date of allotment of shares 8 JANUARY 2003

2. Authorised capital of company:

| No par value     |                 | Par value        |                 |                              |                    |
|------------------|-----------------|------------------|-----------------|------------------------------|--------------------|
| Number of shares | Class of shares | Number of shares | Class of shares | Nominal amount of each share | Authorised capital |
|                  |                 |                  |                 | R                            | R                  |
|                  |                 | 75 000 000       | ORDINARY        | 0-01                         | 750 000            |
| Total            |                 | Total            |                 | Total                        | R 750 000          |

3. Shares subscribed for in memorandum of association:

| No par value     |                 | Par value        |                 |                              |                      |
|------------------|-----------------|------------------|-----------------|------------------------------|----------------------|
| Number of shares | Class of shares | Number of shares | Class of shares | Nominal amount of each share | Total amount paid-up |
|                  |                 |                  |                 | R                            | R                    |
|                  |                 |                  |                 |                              |                      |
| Total            |                 | Total            |                 | Total                        | R                    |

To be completed by company.

Acknowledgment of receipt of return of allotments, dated 14 JANUARY 2003  
 Name of company RANGOLD EXPLORATION COMPANY LIMITED  
40 COMPANY SECRETARY (54366)  
 Postal address P.O. Box 82291  
SOUTHDALE  
2135

|  |
|--|
| Date of receipt by<br>Registrar of Companies   |
| Date stamp of companies<br>Registration Office |
| Registrar of Companies                         |

4. Number of shares previously issued, paid-up capital and stated capital, including shares subscribed for in the memorandum.

44

| No par value     |                 |                       |                | Par value        |                 |                              |                                  |
|------------------|-----------------|-----------------------|----------------|------------------|-----------------|------------------------------|----------------------------------|
| Number of shares | Class of shares | Issue price per share | Stated Capital | Number of shares | Class of shares | Nominal amount of each share | Amount of issued paid-up capital |
|                  |                 |                       | R              |                  |                 | R                            | R                                |
|                  |                 |                       |                | 43 676 228       | ORDS            | 0-01                         | 4 36 962-28                      |
| Total            |                 | Total                 | R              | Total 43 676 228 |                 | Total                        | R 4 36 962-28                    |

Summary of issued capital prior to allotment:

Amount of issued paid-up capital R 4 36 962-28  
 Stated capital R -  
 Premium account R 293 064 303-75  
 Total issued capital R 293 501 266-06

5. Shares comprising this allotment:

| No par value     |                 |                       |                | Par value        |                 |                              |                       | Total amount of paid-up capital and premium, if any |
|------------------|-----------------|-----------------------|----------------|------------------|-----------------|------------------------------|-----------------------|---|
| Number of shares | Class of shares | Issue price per share | Stated capital | Number of shares | Class of shares | Nominal amount of each share | Premium on each share |   |
|                  |                 | R                     | R              |                  |                 | R                            | R                     | R   |
|                  |                 |                       |                | 54 000           | ORDS            | 0-01                         | 12-49                 | 675 000   |
|                  |                 |                       |                | 366              | ORDS            | 0-01                         | 14-99                 | 5490  |
| Total            |                 | Total                 | R              | Total 54 366     |                 | Total                        | Total                 | R 680 490   |

6. (a) Shares allotted otherwise than for cash:

| No par value     |                 |                       |                       | Par value        |                 |                              |                       | Total amount of capital deemed to be paid-up |
|------------------|-----------------|-----------------------|-----------------------|------------------|-----------------|------------------------------|-----------------------|--|
| Number of shares | Class of shares | Issue price per share | Deemed stated capital | Number of shares | Class of shares | Nominal amount of each share | Premium on each share |  |
|                  |                 |                       | R                     |                  |                 |                              | R                     | R  |
|                  |                 |                       |                       |                  |                 |                              |                       |  |
|                  |                 |                       |                       |                  |                 |                              |                       |  |
| Total            |                 | Total                 | R                     | Total            |                 | Total                        | Total                 | R  |

(b) The consideration for which the shares have been allotted is as follows:

A copy of the contract, in writing, constituting the title of the allottee to the allotment, together with any contract of sale, or for service or other consideration in respect of which the allotment was made, must be attached. If the contract is not in writing, a memorandum containing full particulars of such contract must be attached. (For particulars of allottees see overleaf.)

(c) The names and addresses of the allottees:

| Name of allottee | Address of allottee | Number of shares | Description of shares allotted |
|------------------|---------------------|------------------|--------------------------------|
| L V WARK         | P.O. Box 82291      | 20 000           | PAR VALUE<br>ORDINARY          |
| G M MULLIN       | SOUTHDALE           | 17 366           |                                |
| DJ NIENOUDT      | 2135                | 17 000           |                                |

45

7. Issued capital at date of this return:

| No par value     |                 |                       |                | Par value        |                 |                              |                       |                       | Total amount of paid-up capital, excluding premium |           |
|------------------|-----------------|-----------------------|----------------|------------------|-----------------|------------------------------|-----------------------|-----------------------|--|-----------|
| Number of shares | Class of shares | Issue price per share | Stated capital | Number of shares | Class of shares | Nominal amount of each share | Premium on each share | Total premium account |  |           |
|                  |                 | R                     | R              |                  |                 | R                            | R                     | R                     | R  |           |
|                  |                 |                       |                | 43696228         | ORDS            | 0-01                         | -                     | *                     | 436962.28  |           |
|                  |                 |                       |                | 54000            | ORDS            | 0-01                         | 12-49                 | **                    | 540.00   |           |
|                  |                 |                       |                | 366              | ORDS            | 0-01                         | 14-99                 | ***                   | 3.66   |           |
| Total            |                 | Total                 | R              | Total            | 43750594        |                              | Total                 | R                     | ***  | 437505.94 |

\* 293 064 303-78

\*\*\* 293 744 250-12

\*\*

674 460-00

\*\*\*

5 486-34

Summary of total issued capital as at the date of this return:

Amount of issued paid-up capital R 437 505-94  
 State capital R -  
 Premium account: (see analysis below) R 293 738 707-87  
 Total issued capital R 294 176 213-81

Certified correct.

Date 14 January 2003

Signature David Haddon  
 Director/Manager/Secretary

Rubber stamp of company, if any, or of secretaries.

Analysis of Share Premium Account  
 Opening Balance

R  
 293 064 303-78

Premium on Allotment 679 946-34  
 Less:

Issue Duty (3841-00)  
 Allotment Duty (1701-25)

674 404-09  
293 738 707-87

46

**Exhibit 6**

C17

January 10, 2003

The Director  
 Listing & Equity Markets Division  
 JSE Securities Exchange South Africa  
 One Exchange Square  
 Gwen Lane, Sandown  
 SANDTON

Dear Sir

**APPLICATION FOR THE LISTING OF 21,250 ORDINARY SHARES OF  
 1 (ONE) CENT EACH IN RANDGOLD & EXPLORATION COMPANY LIMITED**

Application is hereby made for the listing of 21,250 new ordinary shares of 1 (one) cent each. The allotment price per share is as follows:

| <u>No. of Shares</u> | <u>Issue Price (c.p.s.)</u> |
|----------------------|-----------------------------|
| 250                  | R6.05                       |
| 21,000               | R12.50                      |

The shares are to be listed in terms of the Randgold (1993) Share Option Scheme. The shares should be listed under the "Mining Holding" section of the lists under the abbreviated name "Randgold". In support of our application we submit the following information:

- The full name of the company is: Randgold & Exploration Company Limited
- The registered office is: 5 Press Avenue  
Selby, Johannesburg, 2001
- The transfer secretaries are: Computershare Services Limited  
70 Marshall Street, 2001 Johannesburg
- The share capital of the company prior to the matter detailed in the introduction was:

|             |            |                             |          |
|-------------|------------|-----------------------------|----------|
| Authorised: | 75 000 000 | shares of 1(one) cent each: | R750 000 |
| Issued:     | 43 750 594 | shares of 1(one) cent each: | R437 506 |
| Unissued:   | 31 249 082 | shares of 1(one) cent each: | R312 491 |

2 / .....

The Director  
Listing & Equity Markets Division  
JSE Securities Exchange South Africa

10 January 2003

2.

5. The company's issued ordinary share capital after the issue of the 21,250 ordinary shares, which are the subject of this application, will be:

43 771 844 ordinary shares of 1 (one) cent each: R437 718

The unissued ordinary share capital will decrease to:

31 227 832 ordinary shares of 1 (one) cent each: R312 278

6. The company has granted options to subscribe for ordinary shares in terms of the company's share option scheme.

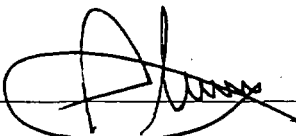
7. The new ordinary shares will rank pari-passu with the existing ordinary shares of the company in issue.

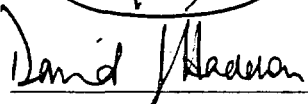
8. The directors have authorised this application in terms of a resolution dated 28 February 2002, a copy of which is attached.

9. The new shares will be allocated and issued on 14 January 2003.

10. The listing fee of R827.64 attached hereto.

**SIGNED at JOHANNESBURG on 10 January 2003**

 \_\_\_\_\_ DIRECTOR/LEGAL MANAGER

 \_\_\_\_\_ COMPANY SECRETARY

\_\_\_\_\_ SPONSOR



**RANDGOLD**

49

**RANDGOLD & EXPLORATION COMPANY  
LIMITED**  
("the company")

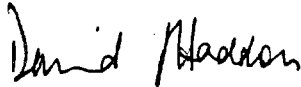
**RESOLUTION OF DIRECTORS PASSED  
AT JOHANNESBURG ON 28 FEBRUARY 2002**

**EXERCISE OF OPTIONS TO ACQUIRE ORDINARY SHARES  
IN THE SHARE CAPITAL OF THE COMPANY IN TERMS OF THE  
RANDGOLD (1993) SHARE OPTION SCHEME ("THE SCHEME")**

**RESOLVED THAT -**

Any one director or the Company's legal manager and the secretary be and they are hereby authorised to allot and issue ordinary shares in the capital of the company to participants in Randgold (1993) Share Option Scheme, in terms of that scheme, and to make application to the JSE Securities Exchange South Africa for the listing of the newly allotted shares, and to sign all documents necessary to give effect to this resolution.

Certified a true copy



-----  
**D J HADDON**  
Group Company Secretary



50

One Exchange Square,  
Gwen Lane, Sandown.  
Private Bag X991174,  
Sandton, 2146, South Africa.  
Telephone: (2711) 520 7000  
Web: www.jse.co.za

10 January 2003  
REF: TM/jvdm/8062

The Company Secretary  
Randgold & Exploration Company Limited  
P O Box 82291  
SOUTHDALE  
2135

Dear Sir

**ADDITIONAL SHARES : SHARE OPTION SCHEME**

Your application for listing dated 10 January 2003 refers.

In reply, we advise that subject to the Rules and Regulations of this Exchange now or hereafter in force, an additional listing has been granted from Tuesday, 14 January 2003 in respect of 21 250 ordinary shares of 1 cent each.

Our records reflect the authorised ordinary share capital of your company as R750 000-00 and will be amended to show the listed ordinary share capital as R437 718-44 divided into 43 771 844 ordinary shares of 1 cent each.

Thank you for payment of R827-64 in respect of the listing fee received.

Yours faithfully

A handwritten signature in black ink, appearing to read 'D.M. Doel', written in a cursive style.

**D.M. DOEL : GENERAL MANAGER  
LISTINGS DIVISION**

cc. HSBC Investment Services (Africa) (Pty) Limited  
**Attention : Simone Jones**

51

**Return of allotment of shares**

[Section 93 (3)]

Registration No. of company  
1992/005642/06

Name of company RANDGOLD & EXPLORATION COMPANY LIMITED

1. Date of allotment of shares 14 JANUARY 2003

2. Authorised capital of company:

| No par value     |                 | Par value        |                 |                              |                    |
|------------------|-----------------|------------------|-----------------|------------------------------|--------------------|
| Number of shares | Class of shares | Number of shares | Class of shares | Nominal amount of each share | Authorised capital |
|                  |                 |                  |                 | R                            | R                  |
|                  |                 | 75 000 000       | ORDINARY        | 0-01                         | 750 000            |
| Total            |                 | Total            |                 | Total                        | R 750 000          |

3. Shares subscribed for in memorandum of association:

| No par value     |                 | Par value        |                 |                              |                      |
|------------------|-----------------|------------------|-----------------|------------------------------|----------------------|
| Number of shares | Class of shares | Number of shares | Class of shares | Nominal amount of each share | Total amount paid-up |
|                  |                 |                  |                 | R                            | R                    |
|                  |                 |                  |                 |                              |                      |
| Total            |                 | Total            |                 | Total                        | R                    |

To be completed by company.

Acknowledgment of receipt of return of allotments, dated 20 JANUARY 2003  
 Name of company RANDGOLD & EXPLORATION COMPANY LIMITED  
C/O COMPANY SECRETARY  
 Postal address P.O. BOX 82291  
SOUTHDALE  
2135

|   |
|---|
| Date of receipt by Registrar of Companies   |
| Date stamp of companies Registration Office |
| Registrar of Companies                      |

4. Number of shares previously issued, paid-up capital and stated capital, including shares subscribed for in the memorandum.

52

| No par value     |                 |                       |                | Par value        |                 |                              |                                  |
|------------------|-----------------|-----------------------|----------------|------------------|-----------------|------------------------------|----------------------------------|
| Number of shares | Class of shares | Issue price per share | Stated Capital | Number of shares | Class of shares | Nominal amount of each share | Amount of issued paid-up capital |
|                  |                 |                       | R              |                  |                 | R                            | R                                |
|                  |                 |                       |                | 43750594         | ORDS            | 0-01                         | 437505.94                        |
| Total            |                 | Total                 | R              | Total            |                 | Total                        | R437505.94                       |

Summary of issued capital prior to allotment:

|                                  |   |              |
|----------------------------------|---|--------------|
| Amount of issued paid-up capital | R | 437505.94    |
| Stated capital                   | R | -            |
| Premium account                  | R | 293738707.87 |
| Total issued capital             | R | 294176213.81 |

5. Shares comprising this allotment:

| No par value     |                 |                       |                | Par value        |                 |                              |                       | Total amount of paid-up capital and premium, if any |
|------------------|-----------------|-----------------------|----------------|------------------|-----------------|------------------------------|-----------------------|---|
| Number of shares | Class of shares | Issue price per share | Stated capital | Number of shares | Class of shares | Nominal amount of each share | Premium on each share |   |
|                  |                 | R                     | R              |                  |                 | R                            | R                     | R   |
|                  |                 |                       |                | 21000            | ORDS            | 0-01                         | 12.49                 | 262500  |
|                  |                 |                       |                | 250              | ORDS            | 0-01                         | 6.04                  | 1512.50   |
| Total            |                 | Total                 | R              | Total            |                 | Total                        | Total                 | R 264012.50   |

6. (a) Shares allotted otherwise than for cash:

| No par value     |                 |                       |                       | Par value        |                 |                              |                       | Total amount of capital deemed to be paid-up |
|------------------|-----------------|-----------------------|-----------------------|------------------|-----------------|------------------------------|-----------------------|--|
| Number of shares | Class of shares | Issue price per share | Deemed stated capital | Number of shares | Class of shares | Nominal amount of each share | Premium on each share |  |
|                  |                 |                       | R                     |                  |                 |                              | R                     | R  |
|                  |                 |                       |                       |                  |                 |                              |                       |  |
|                  |                 |                       |                       |                  |                 |                              |                       |  |
| Total            |                 | Total                 | R                     | Total            |                 | Total                        | Total                 | R  |

(b) The consideration for which the shares have been allotted is as follows:

A copy of the contract, in writing, constituting the title of the allottee to the allotment, together with any contract of sale, or for service or other consideration in respect of which the allotment was made, must be attached. If the contract is not in writing, a memorandum containing full particulars of such contract must be attached. (For particulars of allottees see overleaf.)

(c) The names and addresses of the allottees:

| Name of allottee | Address of allottee | Number of shares | Description of shares allotted |
|------------------|---------------------|------------------|--------------------------------|
| K KALLMAN        | P.O. Box 82291      | 1250             | PAR VALUE                      |
| G M MULLIN       | SOUTHDALE 2135      | 20000            | ORDINARY                       |

7. Issued capital at date of this return:

| No par value     |                 |                       |                | Par value        |                 |                              |                       |                       | Total amount of paid-up capital, excluding premium |
|------------------|-----------------|-----------------------|----------------|------------------|-----------------|------------------------------|-----------------------|-----------------------|--|
| Number of shares | Class of shares | Issue price per share | Stated capital | Number of shares | Class of shares | Nominal amount of each share | Premium on each share | Total premium account |  |
|                  |                 | R                     | R              |                  |                 | R                            | R                     | R                     | R  |
|                  |                 |                       |                | 43750594         | ORDS            | 0-01                         | -                     | *                     | 437505-94  |
|                  |                 |                       |                | 21000            | ORDS            | 0-01                         | 12-49                 | **                    | 210-00   |
|                  |                 |                       |                | 250              | ORDS            | 0-01                         | 6-04                  | ***                   | 2-50   |
| Total            |                 | Total R               |                | Total            | 43771844        |                              |                       | Total R               | *** 437718-44                                      |

\* 293 738 707-87

\*\*\* 294 002 507-87

\*\* 262 290-00

\* 1 510-00

Summary of total issued capital as at the date of this return:

|                                  |   |  |
|----------------------------------|---|--|
| Amount of issued paid-up capital | R | 437 718-44                             |
| State capital                    | R | -                                      |
| Premium account                  | R | 294 001 121-82<br>(see analysis below) |
| Total issued capital             | R | 294 438 840-26                         |

Certified correct.

Date 20 January 2003

Signature David Hadden  
Director/Manager/Secretary

Rubber stamp of company, if any, or of secretaries.

Analysis of Share Premium Account

R

Opening Balance

293 738 707-87

Premium on Allotment  
less

263 800-00

Issue Duty  
Allotment Duty

(726-00)  
(660-05)

262 413-95

294 001 121-82

54

Exhibit 7

55

January 13, 2003

The Director  
Listing & Equity Markets Division  
JSE Securities Exchange South Africa  
One Exchange Square  
Gwen Lane, Sandown  
SANDTON

Dear Sir

### APPLICATION FOR THE LISTING OF 41,200 ORDINARY SHARES OF 1 (ONE) CENT EACH IN RANDGOLD & EXPLORATION COMPANY LIMITED

Application is hereby made for the listing of 41,200 new ordinary shares of 1 (one) cent each.  
The allotment price per share is as follows:

| <u>No. of Shares</u> | <u>Issue Price (c.p.s.)</u> |
|----------------------|-----------------------------|
| 10,000               | R12.50                      |
| 1,800                | R14.75                      |
| <u>29,400</u>        | R17.00                      |
| 41,200               |                             |

The shares are to be listed in terms of the Randgold (1993) Share Option Scheme. The shares should be listed under the "Mining Holding" section of the lists under the abbreviated name "Randgold". In support of our application we submit the following information:

1. The full name of the company is: Randgold & Exploration Company Limited
2. The registered office is: 5 Press Avenue  
Selby, Johannesburg, 2001
3. The transfer secretaries are: Computershare Services Limited  
70 Marshall Street, 2001 Johannesburg
4. The share capital of the company prior to the matter detailed in the introduction was:

|             |            |                             |          |
|-------------|------------|-----------------------------|----------|
| Authorised: | 75 000 000 | shares of 1(one) cent each: | R750 000 |
| Issued:     | 43 771 844 | shares of 1(one) cent each: | R437 718 |
| Unissued:   | 31 227 832 | shares of 1(one) cent each: | R312 278 |

2 / .....

The Director  
Listing & Equity Markets Division  
JSE Securities Exchange South Africa

13 January 2003

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5. The company's issued ordinary share capital after the issue of the 41,200 ordinary shares, which are the subject of this application, will be:

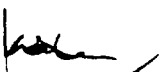
43 813 044      ordinary shares of 1 (one) cent each:      R438 130

The unissued ordinary share capital will decrease to:

31 186 632      ordinary shares of 1 (one) cent each:      R311 866

6. The company has granted options to subscribe for ordinary shares in terms of the company's share option scheme.
7. The new ordinary shares will rank pari-passu with the existing ordinary shares of the company in issue.
8. The directors have authorised this application in terms of a resolution dated 28 February 2002, a copy of which is attached.
9. The new shares will be allocated and issued on 15 January 2003.
10. The listing fee of R4,378.97 attached hereto.

SIGNED at JOHANNESBURG on 10 January 2003

  
\_\_\_\_\_  
DIRECTOR/LEGAL MANAGER

  
\_\_\_\_\_  
COMPANY SECRETARY

\_\_\_\_\_  
SPONSOR



**RANDGOLD & EXPLORATION COMPANY  
LIMITED**

("the company")

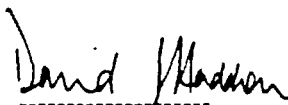
**RESOLUTION OF DIRECTORS PASSED  
AT JOHANNESBURG ON 28 FEBRUARY 2002**

**EXERCISE OF OPTIONS TO ACQUIRE ORDINARY SHARES  
IN THE SHARE CAPITAL OF THE COMPANY IN TERMS OF THE  
RANDGOLD (1993) SHARE OPTION SCHEME ("THE SCHEME")**

**RESOLVED THAT -**

Any one director or the Company's legal manager and the secretary be and they are hereby authorised to allot and issue ordinary shares in the capital of the company to participants in Randgold (1993) Share Option Scheme, in terms of that scheme, and to make application to the JSE Securities Exchange South Africa for the listing of the newly allotted shares, and to sign all documents necessary to give effect to this resolution.

Certified a true copy



D J HADDON

Group Company Secretary



58

14 January 2003  
REF: TM/jvdm/8078

The Company Secretary  
Randgold & Exploration Company Limited  
P O Box 82291  
SOUTHDALE  
2135

One Exchange Square,  
Gwen Lane, Sandown.  
Private Bag X991174,  
Sandton, 2146, South Africa.  
Telephone: (2711) 520 7000  
Web: [www.jse.co.za](http://www.jse.co.za)

Dear Sir

**ADDITIONAL SHARES : SHARE OPTION SCHEME**

Your application for listing dated 13 January 2003 refers.

In reply, we advise that subject to the Rules and Regulations of this Exchange now or hereafter in force, an additional listing has been granted from Wednesday, 15 January 2003 in respect of 41 200 ordinary shares of 1 cent each.

Our records reflect the authorised ordinary share capital of your company as R750 000-00 and will be amended to show the listed ordinary share capital as R438 130-44 divided into 43 813 044 ordinary shares of 1 cent each.

Thank you for payment of R4 378-97 in respect of the listing fee received.

Yours faithfully

A handwritten signature in black ink, appearing to read 'D.M. Doel', written in a cursive style.

**D.M. DOEL : GENERAL MANAGER  
LISTINGS DIVISION**

cc. HSBC Investment Services (Africa) (Pty) Limited  
**Attention : Simone Jones**

59

# Return of allotment of shares

[Section 93 (3)]

Registration No. of company  
**1992/005642/06**

Name of company RANGOLD & EXPLORATION COMPANY LIMITED

1. Date of allotment of shares 15 JANUARY 2003

2. Authorised capital of company:

| No par value     |                 | Par value        |                 |                              |                    |
|------------------|-----------------|------------------|-----------------|------------------------------|--------------------|
| Number of shares | Class of shares | Number of shares | Class of shares | Nominal amount of each share | Authorised capital |
|                  |                 |                  |                 | R                            | R                  |
|                  |                 | 75 000 000       | ORDINARY        | 0-01                         | 750 000            |
| Total            | Total           | 75 000 000       |                 | Total R                      | 750 000            |

3. Shares subscribed for in memorandum of association:

| No par value     |                 | Par value        |                 |                              |                      |
|------------------|-----------------|------------------|-----------------|------------------------------|----------------------|
| Number of shares | Class of shares | Number of shares | Class of shares | Nominal amount of each share | Total amount paid-up |
|                  |                 |                  |                 | R                            | R                    |
|                  |                 |                  |                 |                              |                      |
| Total            | Total           |                  |                 | Total R                      |                      |

To be completed by company.

Acknowledgment of receipt of return of allotments, dated 21 JANUARY 2003

Name of company RANGOLD & EXPLORATION COMPANY LIMITED

CO COMPANY SECRETARY 41200

Postal address P.O. BOX 82291

SOUTHDALE

2135

|  |
|--|
| Date of receipt by<br>Registrar of Companies   |
| Date stamp of companies<br>Registration Office |
| Registrar of Companies                         |

4. Number of shares previously issued, paid-up capital and stated capital, including shares subscribed for in the memorandum.

60

| No par value     |                 |                       |                | Par value        |                 |                              |                                  |
|------------------|-----------------|-----------------------|----------------|------------------|-----------------|------------------------------|----------------------------------|
| Number of shares | Class of shares | Issue price per share | Stated Capital | Number of shares | Class of shares | Nominal amount of each share | Amount of issued paid-up capital |
|                  |                 |                       | R              |                  |                 | R                            | R                                |
|                  |                 |                       |                | 43 771 844       | ORDS            | 0-01                         | 437 718.44                       |
| Total            |                 | Total                 | R              | Total            |                 | Total                        | R 437 718.44                     |

Summary of issued capital prior to allotment:

|                                  |                  |
|----------------------------------|------------------|
| Amount of issued paid-up capital | R 437 718.44     |
| Stated capital                   | R -              |
| Premium account                  | R 294 001 121.82 |
| Total issued capital             | R 294 438 840.26 |

5. Shares comprising this allotment:

| No par value     |                 |                       |                | Par value        |                 |                              |                       | Total amount of paid-up capital and premium, if any |
|------------------|-----------------|-----------------------|----------------|------------------|-----------------|------------------------------|-----------------------|---|
| Number of shares | Class of shares | Issue price per share | Stated capital | Number of shares | Class of shares | Nominal amount of each share | Premium on each share |   |
|                  |                 | R                     | R              |                  |                 | R                            | R                     | R   |
|                  |                 |                       |                | 10 000           | ORDS            | 0-01                         | 12.49                 | 125 000   |
|                  |                 |                       |                | 1 800            | ORDS            | 0-01                         | 14.74                 | 26 550  |
|                  |                 |                       |                | 29 400           | ORDS            | 0-01                         | 16.99                 | 499 800   |
| Total            |                 | Total                 | R              | Total            |                 | Total                        | Total                 | R 651 350   |

6. (a) Shares allotted otherwise than for cash:

| No par value     |                 |                       |                       | Par value        |                 |                              |                       | Total amount of capital deemed to be paid-up |
|------------------|-----------------|-----------------------|-----------------------|------------------|-----------------|------------------------------|-----------------------|--|
| Number of shares | Class of shares | Issue price per share | Deemed stated capital | Number of shares | Class of shares | Nominal amount of each share | Premium on each share |  |
|                  |                 |                       | R                     |                  |                 |                              | R                     | R  |
|                  |                 |                       |                       |                  |                 |                              |                       |  |
|                  |                 |                       |                       |                  |                 |                              |                       |  |
| Total            |                 | Total                 | R                     | Total            |                 | Total                        | Total                 | R  |

(b) The consideration for which the shares have been allotted is as follows:

A copy of the contract, in writing, constituting the title of the allottee to the allotment, together with any contract of sale, or for service or other consideration in respect of which the allotment was made, must be attached. If the contract is not in writing, a memorandum containing full particulars of such contract must be attached. (For particulars of allottees see overleaf.)

(c) The names and addresses of the allottees:

| Name of allottee | Address of allottee | Number of shares | Description of shares allotted |
|------------------|---------------------|------------------|--------------------------------|
| JL MARAIS        | P.O. Box 82291      | 10 000           | PAR VALUE<br>ORDINARY          |
| HT BROWN         | SOUTHDALE           | 1 800            |                                |
| MJ SPERINCK      | 2135                | 29 400           |                                |

7. Issued capital at date of this return:

61

| No par value     |                 |                       |                | Par value        |                 |                              |                       |                       | Total amount of paid-up capital, excluding premium |
|------------------|-----------------|-----------------------|----------------|------------------|-----------------|------------------------------|-----------------------|-----------------------|--|
| Number of shares | Class of shares | Issue price per share | Stated capital | Number of shares | Class of shares | Nominal amount of each share | Premium on each share | Total premium account |  |
|                  |                 | R                     | R              |                  |                 | R                            | R                     | R                     | R  |
|                  |                 |                       |                | 43 771 844       | ORDS            | 0-01                         | -                     | *                     | 437 718-44   |
|                  |                 |                       |                | 10 000           | ORDS            | 0-01                         | 12-49                 | **                    | 100-00   |
|                  |                 |                       |                | 1 800            | ORDS            | 0-01                         | 14-74                 | ***                   | 18-00  |
|                  |                 |                       |                | 29 400           | ORDS            | 0-01                         | 16-99                 | ***                   | 294-00   |
| Total            |                 | Total                 | R              | Total            |                 |                              | Total                 | R                     | 438 130-44   |

\* 294 001 121-82  
 \*\* 124 900-00  
 \*\*\* 26 532-00  
 \*\*\*\* 499 506-00  
 \*\*\*\*\* 294 652 059-82

Summary of total issued capital as at the date of this return:

Amount of issued paid-up capital R 438 130-44  
 State capital R -  
 Premium account (see analysis below) R 294 646 590-42  
 Total issued capital R 295 084 720-86

Certified correct.

Date 21 January 2003 Signature David Haddon  
 Director/Manager/Secretary

Rubber stamp of company, if any, or of secretaries.

Analysis of Share Premium Account R

Opening Balance 294 001 121-82

Premium on Allotment less 650 938-00

Issue Duty  
 Allotment Duty ( 3841-00 )  
 ( 1628-40 )

6 45 468-60

294 646 590-42

62

**Exhibit 8**

63

January 14, 2003

The Director  
 Listing & Equity Markets Division  
 JSE Securities Exchange South Africa  
 One Exchange Square  
 Gwen Lane, Sandown  
 SANDTON

Dear Sir

**APPLICATION FOR THE LISTING OF 12,000 ORDINARY SHARES OF  
 1 (ONE) CENT EACH IN RANDGOLD & EXPLORATION COMPANY LIMITED**

Application is hereby made for the listing of 12,000 new ordinary shares of 1 (one) cent each.  
 The allotment price per share is as follows:

| <u>No. of Shares</u> | <u>Issue Price (c.p.s.)</u> |
|----------------------|-----------------------------|
| 12,000               | R12.50                      |

The shares are to be listed in terms of the Randgold (1993) Share Option Scheme. The shares should be listed under the "Mining Holding" section of the lists under the abbreviated name "Randgold". In support of our application we submit the following information:

- The full name of the company is: Randgold & Exploration Company Limited
- The registered office is: 5 Press Avenue  
Selby, Johannesburg, 2001
- The transfer secretaries are: Computershare Services Limited  
70 Marshall Street, 2001 Johannesburg
- The share capital of the company prior to the matter detailed in the introduction was:

|             |            |                             |          |
|-------------|------------|-----------------------------|----------|
| Authorised: | 75 000 000 | shares of 1(one) cent each: | R750 000 |
| Issued:     | 43 813 044 | shares of 1(one) cent each: | R438 134 |
| Unissued:   | 31 186 632 | shares of 1(one) cent each: | R311 866 |

2 / .....

RGE\SOS\030114-12000 MM

64

The Director  
Listing & Equity Markets Division  
JSE Securities Exchange South Africa

14 January 2003

- 5. The company's issued ordinary share capital after the issue of the 12,000 ordinary shares, which are the subject of this application, will be:

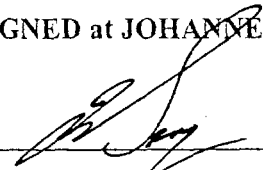
43 825 044 ordinary shares of 1 (one) cent each: R438 250

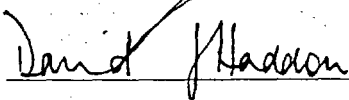
The unissued ordinary share capital will decrease to:

31 174 632 ordinary shares of 1 (one) cent each: R311 746

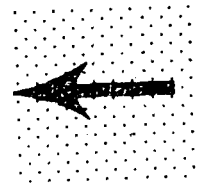
- 6. The company has granted options to subscribe for ordinary shares in terms of the company's share option scheme.
- 7. The new ordinary shares will rank pari-passu with the existing ordinary shares of the company in issue.
- 8. The directors have authorised this application in terms of a resolution dated 28 February 2002, a copy of which is attached.
- 9. The new shares will be allocated and issued on 17 January 2003.
- 10. The listing fee of R827.64 attached hereto.

SIGNED at JOHANNESBURG on 14 January 2003

  
 \_\_\_\_\_ DIRECTOR/LEGAL MANAGER

  
 \_\_\_\_\_ COMPANY SECRETARY

\_\_\_\_\_  
 SPONSOR



**SIGN  
HERE**



GT

**RANDGOLD & EXPLORATION COMPANY  
LIMITED**  
("the company")

**RESOLUTION OF DIRECTORS PASSED  
AT JOHANNESBURG ON 28 FEBRUARY 2002**

**EXERCISE OF OPTIONS TO ACQUIRE ORDINARY SHARES  
IN THE SHARE CAPITAL OF THE COMPANY IN TERMS OF THE  
RANDGOLD (1993) SHARE OPTION SCHEME ("THE SCHEME")**

**RESOLVED THAT -**

Any one director or the Company's legal manager and the secretary be and they are hereby authorised to allot and issue ordinary shares in the capital of the company to participants in Randgold (1993) Share Option Scheme, in terms of that scheme, and to make application to the JSE Securities Exchange South Africa for the listing of the newly allotted shares, and to sign all documents necessary to give effect to this resolution.

Certified a true copy

*David Haddon*

-----  
D J HADDON  
Group Company Secretary



66

One Exchange Square,  
Gwen Lane, Sandown,  
Private Bag X991174,  
Sandton, 2146, South Africa.  
Telephone: (2711) 520 7000  
Web: www.jse.co.za

15 January 2003  
REF: TM/mr/8085

The Company Secretary  
Randgold & Exploration Company Limited  
P O Box 82291  
SOUTHDALE  
2135

Dear Sir

**ADDITIONAL SHARES : SHARE OPTION SCHEME**

Your application for listing dated 14 January 2003 refers.

In reply, we advise that subject to the Rules and Regulations of this Exchange now or hereafter in force, an additional listing has been granted from Friday, 17 January 2003 in respect of 12 000 ordinary shares of 1 cent each.

Our records reflect the authorised ordinary share capital of your company as R750 000-00 and will be amended to show the listed ordinary share capital as R438 250-44 divided into 43 825 044 ordinary shares of 1 cent each.

Thank you for payment of R827-64 in respect of the listing fee received.

Yours faithfully

A handwritten signature in black ink, appearing to read 'D.M. Doel', is written over a light blue horizontal line.

**D.M. DOEL : GENERAL MANAGER  
LISTINGS DIVISION**

cc. HSBC Investment Services (Africa) (Pty) Limited  
Attention : Simone Jones

67

# Return of allotment of shares

[Section 93 (3)]

Registration No. of company  
1992/005642/06

Name of company RANDGOLD & EXPLORATION COMPANY LIMITED

1. Date of allotment of shares 17 JANUARY 2003

2. Authorised capital of company:

| No par value     |                 | Par value        |                 |                              |                    |
|------------------|-----------------|------------------|-----------------|------------------------------|--------------------|
| Number of shares | Class of shares | Number of shares | Class of shares | Nominal amount of each share | Authorised capital |
|                  |                 |                  |                 | R                            | R                  |
|                  |                 | 75000 000        | ORDINARY        | 0-01                         | 750 000            |
| Total            | Total           | 75 000 000       |                 | Total                        | R 750 000          |

3. Shares subscribed for in memorandum of association:

| No par value     |                 | Par value        |                 |                              |                      |
|------------------|-----------------|------------------|-----------------|------------------------------|----------------------|
| Number of shares | Class of shares | Number of shares | Class of shares | Nominal amount of each share | Total amount paid-up |
|                  |                 |                  |                 | R                            | R                    |
|                  |                 |                  |                 |                              |                      |
| Total            | Total           |                  |                 | Total                        | R                    |

To be completed by company.

Acknowledgment of receipt of return of allotments, dated 21 JANUARY 2003

Name of company RANDGOLD & EXPLORATION COMPANY LIMITED

40 COMPANY SECRETARY (12000)

Postal address P.O. BOX 82291

SOUTHDALE

2135

Date of receipt by  
Registrar of Companies

Date stamp of companies  
Registration Office

Registrar of Companies

67

4. Number of shares previously issued, paid-up capital and stated capital, including shares subscribed for in the memorandum.

| No par value     |                 |                       |                | Par value        |                 |                              |                                  |
|------------------|-----------------|-----------------------|----------------|------------------|-----------------|------------------------------|----------------------------------|
| Number of shares | Class of shares | Issue price per share | Stated Capital | Number of shares | Class of shares | Nominal amount of each share | Amount of issued paid-up capital |
|                  |                 |                       | R              |                  |                 | R                            | R                                |
|                  |                 |                       |                | 43813044         | ORDS            | 0-01                         | 438130-44                        |
| Total            |                 | Total                 | R              | Total 43813044   |                 | Total                        | R 438130-44                      |

Summary of issued capital prior to allotment:

Amount of issued paid-up capital R 438 130-44  
 Stated capital R -  
 Premium account R 294 646 590-42  
 Total issued capital R 295 084 720-86

5. Shares comprising this allotment:

| No par value     |                 |                       |                | Par value        |                 |                              |                       | Total amount of paid-up capital and premium, if any |
|------------------|-----------------|-----------------------|----------------|------------------|-----------------|------------------------------|-----------------------|---|
| Number of shares | Class of shares | Issue price per share | Stated capital | Number of shares | Class of shares | Nominal amount of each share | Premium on each share |   |
|                  |                 | R                     | R              |                  |                 | R                            | R                     | R   |
|                  |                 |                       |                | 12000            | ORDS            | 0-01                         | 12-49                 | 150000  |
| Total            |                 | Total                 | R              | Total 12000      |                 | Total                        | Total                 | R 150000  |

6. (a) Shares allotted otherwise than for cash:

| No par value     |                 |                       |                       | Par value        |                 |                              |                       | Total amount of capital deemed to be paid-up |
|------------------|-----------------|-----------------------|-----------------------|------------------|-----------------|------------------------------|-----------------------|--|
| Number of shares | Class of shares | Issue price per share | Deemed stated capital | Number of shares | Class of shares | Nominal amount of each share | Premium on each share |  |
|                  |                 |                       | R                     |                  |                 |                              | R                     | R  |
|                  |                 |                       |                       |                  |                 |                              |                       |  |
| Total            |                 | Total                 | R                     | Total            |                 | Total                        | Total                 | R  |

b: The consideration for which the shares have been allotted is as follows:

A copy of the contract, in writing, constituting the title of the allottee to the allotment, together with any contract of sale, or for service or other consideration in respect of which the allotment was made, must be attached. If the contract is not in writing, a memorandum containing full particulars of such contract must be attached. For particulars of allottees see overleaf.

c: The names and addresses of the allottees:

| Name of allottee | Address of allottee              | Number of shares | Description of shares allotted |
|------------------|----------------------------------|------------------|--------------------------------|
| M MOODLEY        | P.O. Box 82291<br>SOUTHDALE 2125 | 12000            | PAR VALUE ORDINARY             |
|                  |                                  |                  |                                |

69

7. Issued capital at date of this return:

| No par value     |                 |                       |                | Par value        |                 |                              |                       |                       | Total amount of paid-up capital, excluding premium |
|------------------|-----------------|-----------------------|----------------|------------------|-----------------|------------------------------|-----------------------|-----------------------|--|
| Number of shares | Class of shares | Issue price per share | Stated capital | Number of shares | Class of shares | Nominal amount of each share | Premium on each share | Total premium account |  |
|                  |                 | R                     | R              |                  |                 | R                            | R                     | R                     | R  |
|                  |                 |                       |                | 43 813 044       | ORDS            | 0-01                         | -                     | *                     | 438130-44  |
|                  |                 |                       |                | 12 000           | ORDS            | 0-01                         | 12-49                 | **                    | 120-00   |
| Total            |                 | Total R               |                | Total            |                 |                              | Total                 | <del>***</del>        | 438250-44  |

\* 294 646 590-42  
 \*\* 149 880-00  
 \*\*\* 294 796 470-42  
 Summary of total issued capital as at the date of this return:

Amount of issued paid-up capital \_\_\_\_\_ R 438 250-44  
 State capital \_\_\_\_\_ R -  
 Premium account (see analysis below) \_\_\_\_\_ R 294 795 369-42  
 Total issued capital \_\_\_\_\_ R 295 233 619-86

Certified correct \_\_\_\_\_  
 Date 21 January 2002 \_\_\_\_\_ Signature David Whaddon  
 Director/Manager/Secretary

Rubber stamp of company, if any, or of secretaries.

Analysis of Share Premium Account R

Opening Balance 294 646 590-42

Premium on Allotment 149 880-00  
 Less

Issue Duty (726-00)  
 Allotment Duty (375-00) \_\_\_\_\_  
 148 779-00  
 294 795 369-42